



November 15, 2019

**Conditional Approval #1232
December 2019**

Brian D. Christiansen, Partner
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, NW
Washington, DC 20005

Re: Applications to merge Two River Community Bank, Tinton Falls, New Jersey, and Country Bank, New York, New York, with and into OceanFirst Bank, National Association, Toms River, New Jersey (Charter No.:25150)
OCC Control Nos.: 2019-NE-Combination-311097
2019-NE-Combination-311095

Dear Mr. Christiansen:

The Office of the Comptroller of the Currency (OCC) hereby conditionally approves your applications to merge Two River Community Bank, Tinton Falls, New Jersey (Two River), and Country Bank, New York, New York (Country), with and into OceanFirst Bank, National Association, Toms River, New Jersey (OceanFirst or Bank), under charter and the title of the latter. This approval is granted based on a thorough review of all information available, including commitments and representations made in the applications, merger agreements, and those of your representatives. This approval also includes the acquisition of four operating subsidiaries from Two River and Country. This approval is subject to the following condition:

- OceanFirst will dissolve or liquidate, Country Financial Services, Inc., within six months after bank merger consummation.

The condition of this approval is a condition “imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request” within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818.

The OCC reviewed the proposed merger transactions under the criteria of the Bank Merger Act, 12 USC 1828(c), law and applicable OCC regulations and policies. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. We also considered the financial and managerial resources of the banks, their future prospects, their effectiveness in combating money laundering activities, the convenience and needs of the communities to be served and the risk of the transaction to the stability of the United States banking or financial system. Furthermore, OCC reviewed records of compliance with the Community Reinvestment Act, 12 USC 2903(a)(2). In addition, the OCC may not approve a merger if the resulting insured depository institution (including all insured depository institutions

which are affiliates of the resulting insured depository institution), upon consummation of the transaction, would control more than 10 percent of the total amount of deposits of insured depository institutions in the United States. The OCC considered these factors and found them consistent with approval.

As part of the transaction, OceanFirst seeks approval to retain as branches, the branches of Two River. The branch acquisitions are authorized under 12 USC 36(c). Further, the business combination of OceanFirst and Country is legally authorized as an interstate merger transaction under the Riegle-Neal Act, 12 USC 215a-1 and 1831u(a), and the resulting bank is authorized to retain and operate offices of both banks under 12 USC 36(d) and 1831u(d)(1).

The Bank also seeks to retain TRCB Holdings 9, LLC, and TRCB Investment Corporation, two wholly-owned operating subsidiaries of Two River. Further, the Bank seeks to retain Country Financial Services, Inc. (CFSI), and Country Property Holdings, Inc., two wholly-owned operating subsidiaries of Country. TRCB Holdings 9, LLC, TRCB Investment Corporation and Country Property Holdings, Inc. engage in activities that are legally permissible for operating subsidiaries of national banks. Thus, each qualifies as operating subsidiary pursuant to 12 CFR 5.34(e). CFSI is an inactive entity, and does not have an insurance license, or operate or otherwise engage in any activities. The Bank represented that OceanFirst will not reactivate CFSI, and will dissolve or liquidate, the entity, within six months after bank merger consummation.

Please note, the Northeastern District Office must be advised in writing ten (10) days in advance of the desired effective date for the mergers, so it may issue the necessary certification letter. The effective date must follow the applicable Department of Justice's injunction period and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- Documentation that all other required regulatory approvals, non-objections, or waivers have been obtained.

If the mergers are not consummated within six months from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. Our approval is based on the Bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval, if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains.

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The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

If you have any questions, please contact Licensing Analyst Laurie Powell at (212) 790-4055 or laurie.powell@occ.treas.gov.

Sincerely,

signed

Marva V. Cummings
Director for District Licensing